



PROPOSAL AND REPORT MADE BY THE BOARD OF DIRECTORS OF AENA, S.M.E, S.A. IN RELATION TO THE RE-ELECTION OF MR JUAN IGNACIO DÍAZ BIDART AS PROPRIETARY DIRECTOR BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 20 AND 21 APRIL 2023, ON FIRST AND SECOND CALL, RESPECTIVELY

1. Introduction

The Board of Directors of Aena, S.M.E., S.A. (the “**Company**”) issues this proposal and report in support of the re-election of Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company (the “**Report**”) by the General Shareholders’ Meeting, in compliance with the provisions of Sections 4 and 5 of Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, enacting the consolidated text of the Corporate Enterprises Act (“**LSC**”).

In accordance with the provisions of the aforementioned article, the proposal for the appointment or re-election of the members of the Board of Directors who are not considered to be Independent Directors (as is the case) falls within the remit of the Board of Directors. This proposal must be accompanied by a report from the Board of Directors assessing (i) the competence, (ii) experience and (iii) merits of the proposed candidate and preceded by a report from the Appointments, Remuneration and Corporate Governance Committee.

2. Purpose of the Report

In light of the above, this report is prepared by the Company’s Board of Directors for the purpose of:

- (i) justifying the proposed re-election of Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company by the Ordinary General Shareholders’ Meeting of the Company called to be held on 20 and 21 April 2023 on first and second call respectively; and
- (ii) assessing the competence, experience and merits of the proposed candidate for re-election as Proprietary Director.

This is in accordance with the terms of Article 529 decies, Section 5 of the LSC.

In relation to the above, and as provided for in Section 6 of Article 529 decies of the LSC, the Appointments, Remuneration and Corporate Governance Committee fully supports the re-election of Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company. This report is attached as **Annex 1** for better identification.

3. Report of the Appointments, Remuneration and Corporate Governance Committee.

On 30 October 2018, the Board of Directors of AENA agreed to appoint, by co-option, Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company for the term of four



(4) years established in the Bylaws. This appointment was ratified by the General Shareholders' Meeting on 9 April 2019.

In anticipation of the end of his mandate, the re-election of Mr Juan Ignacio Díaz Bidart has been subject to the prior report of the Appointments, Remuneration and Corporate Governance Committee. Said committee has assessed the appropriateness and taken a favourable view of the re-election of Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company by the General Shareholders' Meeting. The Appointments, Remuneration and Corporate Governance Committee considered, among other factors, the following:

- (i) Mr Juan Ignacio Díaz Bidart has a highly qualified professional profile suitable for performing the duties of Proprietary Director of the Company, both due to his extensive experience and merits in relevant sectors, his in-depth knowledge of multiple business fields, primarily market competition and public economics, and his achievements in various business areas. He also has an in-depth understanding of the Company, given that he has been a proprietary director for the last four years;
- (ii) the favourable opinions received from the other Directors and, in particular, from the Independent Directors in relation to his re-election as Director;
- (iii) his excellent track record in the role, since the moment he took office;
- (iv) his experience in international projects
- (v) his sound understanding of his obligations as a Company Director and particular sensitivity to issues relating to the good governance of a listed company;

As a result of the foregoing, it can be concluded that retaining him on the Board of Directors and re-electing him as a Proprietary Director will bring significant benefits to this Governing Body.

4. Justification for the proposal of the Board of Directors

The Board of Directors believes that, in order for a Director to properly perform his/her duty of oversight and control in the Company, he/she must adequately combine sufficient capabilities and skills, inter alia, in the following areas:

- (i) knowledge of the sectors in which the Company operates;
- (ii) experience and knowledge of economic and financial areas;
- (iii) experience and knowledge of the most important geographic markets for the Company; and
- (iv) experience and knowledge of management, leadership and business strategy.



The curriculum vitae of Mr Juan Ignacio Díaz Bidart proves his competence and merits to hold the position of Director. In light of his extensive experience in sectors relevant to the Company, such as tourism, competition and markets and public economy, ensures that he will contribute diverse viewpoints to issues debated by the Board of Directors.

On the basis of the foregoing, and the reasons put forward by the Appointments, Remuneration and Corporate Governance Committee for his re-election (which are endorsed by this Board), the Board of Directors considers the re-election of Mr Juan Ignacio Díaz Bidart as Company Director to be justified and appropriate, in the conviction that said re-election will constitute a positive addition to the Board of Directors and make a valuable contribution to the Company's progress.

5. Assessment of the competence, experience and merits of the candidate

The competence, experience and merits of Mr Juan Ignacio Díaz Bidart are clear from his curriculum vitae, where his capacities for his re-election as Proprietary Director are clearly set out. In summary, it should be noted that the candidate:

- (i) Graduate in Economics from the Universidad Complutense de Madrid. Master's Degree in Business Management and Organisation from UCJC. He is an economist specialising in tourism, market competition and public economy.
- (ii) He is currently Chief of Staff for the Minister of Industry, Trade and Tourism.
- (iii) He was Secretary General and Manager of Marcas de Restauración, a member of Serving Europe and of the CEOE Assembly.
- (iv) He has served on the Board of HIP (Hospitality Innovation Planet), on the AECOC-HORECA committee and with the European Union Agency ETF on an international project on professional qualifications in Tourism in Southern Europe and North Africa.
- (v) He has collaborated on projects to assist hospitality companies with their international endeavours.
- (vi) He has been an associate professor at UC3M since 2006, teaching Public Economy, Industrial Organisation, Financial Management and Game Theory.

In short, the Board of Directors considers that the candidate meets the requirements of competence, experience, and merits needed to remain a member of the Company's Board of Directors.

6. Conclusions of the Board of Directors

The Board of Directors, in view of the foregoing, considers that the candidate has (i) the competence, (ii) experience and (iii) merits to continue being a member of the Board of Directors and, consequently, considers it justified and convenient that Mr Juan Ignacio Díaz Bidart be re-elected as a Director of the Board.



Accordingly, it proposes the re-election of Mr Juan Ignacio Díaz Bidart as Director of the Company by the Ordinary General Shareholders' Meeting of the Company.

7. Category of Director to which he belongs or should be assigned

The candidate would have the status of Proprietary Director of the Company, as he represents the majority shareholder of the Company. The candidate's availability to provide the dedication required for the performance of the position has been verified.

8. Proposed resolution for adoption by the General Shareholders' Meeting

As a result of the foregoing, it is agreed to propose to the Ordinary General Shareholders' Meeting of the Company the adoption of the following resolution:

"Re-election of Mr Juan Ignacio Díaz Bidart as Proprietary Director.

In accordance with the proposal of the Board of Directors, and following a report from its Appointments, Remuneration and Corporate Governance Committee, to re-elect, as Director of the Company, Mr Juan Ignacio Díaz Bidart, whose personal details are recorded in the Company Register, for the statutory term of four years, that is, until 20 April 2027, as Proprietary Director."

Madrid, 27 February 2023.